#### FORM D



## SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

### FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR ORM LIMITED OFFERING EXEMPTI

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OMB APPROVAL									
OMB Num		3235-0076							
Expires:	April	30,2008 je burden							
Estimated '	averag	je burden							
		se 16.00							

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DATE	RECEIVED
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UNIFORM LIMITED OFFERING EXEM	PTION
Name of Offering ( check if this is an amendment and name has changed, and indicate change.)	<del></del>
Tenant-in-Common Interests	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing Amendment	ULOE Mail Processing Section
A. BASIC IDENTIFICATION DATA	100
1. Enter the information requested about the issuer	AFR 14 ZUNA
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)  DRG Cason Estates LLC	Weshington, DC
Address of Executive Offices (Number and Street, City, State, Zip Code) 150 Radnor-Chester Road, Suite D-100, Radnor, PA 19087	Telephone Number (16) Thing Area Code) (610) 254-1000
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business DRG Cason Estates LLC's purpose is the acquisition of a "Class A" 262-unit market rate, no Rutherford County, Murfreesboro, Tennessee.	on-age restricted apartment complex in
D business trust	olease specify):  APR 2 2 2000
Actual or Estimated Date of Incorporation or Organization: 12 07 Actual Estimated Date of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction)	a no increase and a
GENERAL INSTRUCTIONS	•
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D (77d(6)).	or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given b which it is due, on the date it was mailed by United States registered or certified mail to that address.	
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20	549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually photocopies of the manually signed copy or bear typed or printed signatures.	y signed. Any copies not manually signed must be
Information Required: A new filing must contain all information requested. Amendments need only repo thereto, the information requested in Part C, and any material changes from the information previously supp not be filed with the SEC.	
Filing Fee: There is no federal filing fee.	
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for s ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the S are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for accompany this form. This notice shall be filed in the appropriate states in accordance with state law.	Securities Administrator in each state where sales r the exemption, a fee in the proper amount shall

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

this notice and must be completed.

#### A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. General and/or Check Box(es) that Apply: Promoter Beneficial Owner ☐ Executive Officer Director Managing Partner Full Name (Last name first, if individual) DeSanto Realty Group, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 150 Radnor-Chester Road, Suite D-100, Radnor, PA 19087 Beneficial Owner General and/or Check Box(es) that Apply: Promoter Executive Officer Director Managing Partner Full Name (Last name first, if individual) Gary L. DeSanto Business or Residence Address (Number and Street, City, State, Zip Code) 150 Radnor-Chester Road, Suite D-100, Radnor, PA 19087 Check Box(es) that Apply: Executive Officer General and/or Beneficial Owner Promoter Director Managing Partner Full Name (Last name first, if individual) Louis J. DeSanto Business or Residence Address (Number and Street, City, State, Zip Code) 150 Radnor-Chester Road, Suite D-100, Radnor, PA 19087 General and/or Check Box(es) that Apply: Promoter ☑ Beneficial Owner Executive Officer ☐ Director Managing Partner Full Name (Last name first, if individual) DRG Cason Estates Mezz Borrower LLC Business or Residence Address (Number and Street, City, State, Zip Code) 150 Radnor-Chester Road, Suite D-100, Radnor, PA 19087 Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer General and/or Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Beneficial Owner Executive Officer General and/or Promoter ☐ Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ☐ Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary)

	B. INFORMATION ABOUT OFFERING												
1. Has	the issue	er sold,	or does th	ne issuer ir	ntend to se	ll, to non-a	ccredited i	nvestors in	this offeri	ing?		Yes □	No
						Appendix		_				450	000 00
2. Wh	at is the r	ninimu	ım investn	ent that w	rill be acce	pted from a	ny individ	ua!?					,000.00
3. Doe												Yes <b>■</b>	No □
com If a or s	commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
Full Name (Last name first, if individual) Orchard Securities, LLC													
			Address (N ive, #104,			ity, State, 2 34070	Cip Code)						
Name of	`Associat	ted Bro	ker or De	aler									
States in	Which F	erson	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
(Ch	eck "All	States'	or check	individual	States)							<b>☑</b> Al	l States
AL IL M1 RI		E	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Full Nar Omni B	ne (Last i rokerage	name f	irst, if indi	vidual)									
Business 10542	or Resi S. Jordar	dence n Gate	Address (i way, Suite	Number an 330, Salt	d Street, C Lake City	ity, State, . , UT 8409	Zip Code)			_			
			oker or De on, J.R. Br										
States in	Which F	erson	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
(Ch	eck "All	States'	or check	individual	States)		***************************************	•••••		**************	•••••	☐ Ai	1 States
AL IL M1 RI		K N E C	IA NV SD	KS NH TN	KY NJ TX	CO LA NM UT	ME ME VT	MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	ID MO PA PR
Full Nar WES Inv	ne (Last i estments	name f	irst, if indi	vidual)			,						
			Address (î tree, MA (		d Street, C	City, State,	Zip Code)						
	-	-	oker or Dea										
States in	Which F	Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers	<u>.</u>					
(Ch	eck "All	States'	or check	individua!	States)			•••••		*		☐ AI	l States
IL MT	IL IN IA KS KY LA ME MD MA MI MN MT NE NV NH NJ NM NY NC ND OH OK										MN	MS OR WY	ID MO PA PR

					В. 13	NFORMAT	ION ABOU	T OFFERI	NG				
1	. Has the issuer sold, or does the issuer intend to self, to non-accredited investors in this offering?											Yes	No -
1.	rias inc	: ISSUET SOR	u, or does ti			n, to non-a Appendix				_	••••••••		Ц
2.	What is	the minin	num investn					<del>-</del>				s 450	,000.00
-•							,					Yes	No
3.	Does th	e offering	permit join	t ownershi	p of a sing	le unit?	•••••						
4.	commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
Ful We	Full Name (Last name first, if individual) Welton Street Investments LLC												
			Address (Neet, Suite 35				Zip Code)						
Name of Associated Broker or Dealer Cliff Gustin, Lindsey Satterfield													
Sta	tes in Wi	hich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All State:	s" or check	individual	States)			***************************************	***************************************	****************			l States
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	KY KY TX	CO LA NM UT	CT ME NY VT	MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Ful	II Name (	Last name	first, if indi	ividual)				•					
Bus	siness or	Residence	Address (N	Number an	d Street, C	City, State,	Zip Code)						
Nai	me of As	sociated B	roker or De	aler									
Sta	tes in WI	nich Persor	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All State:	s" or check	indiviđual	States)	***************************************	••••••••	***************************************	***************************************	***************************************	***************************************	All States	
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Ful	l Name (	Last name	first, if indi	vidual)									
Bus	siness or	Residence	Address (N	Number an	d Street, C	City, State, 2	Zip Code)						
Nar	me of As	sociated Bi	roker or Dea	aler									
Sta	tes in Wi	nich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	s" or check	individual	States)	••••••	***************************************			•••••		☐ All	States
	AL IL MT	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PA PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	b. Enter the difference between the aggregate of and total expenses furnished in response to Part C proceeds to the issuer."	Question 4.a. This difference is the "a	djusted gross	s 13,852,720.00	
5.	Indicate below the amount of the adjusted gross each of the purposes shown. If the amount for check the box to the left of the estimate. The tota proceeds to the issuer set forth in response to P	proceed to the issuer used or proposed t any purpose is not known, furnish an l of the payments listed must equal the ac	o be used for estimate and	<del></del>	
			Payments to Officers, Directors, & Affiliates	Payments to Others	
	Salaries and fees			00 s 99,970.00	
	Purchase of real estate		S	<u>\$ 12,362,000.0</u>	
	Purchase, rental or leasing and installation of n and equipment		🗀 \$	🗆 \$	
	Construction or leasing of plant buildings and	facilities		🗆 \$	
	Acquisition of other businesses (including the offering that may be used in exchange for the a issuer pursuant to a merger)	ssets or securities of another	<b>\\$</b>	\$	
	Repayment of indebtedness		<del></del>	<del></del>	
	Working capital		<del></del>		
	Other (specify):		<del>-</del>	<del></del>	
	Column Totals		§ 1,390,750.	00 \$ 12,461,970.00	
	Total Payments Listed (column totals added)				
		D. FEDERAL SIGNATURE			
sig	e issuer has duly caused this notice to be signed by the nature constitutes an undertaking by the issuer to information furnished by the issuer to any non-a	furnish to the U.S. Securities and Excha	inge Commission, upon writ		
Iss	uer (Print or Type)	Signature	Date 4		
DI	RG Cason Estates LLC	1 TYU	4/10/	12008	
	me of Signer (Print or Type) seph Colia	Title of Signer (Print or Type) By: DRG Cason Estates Mezz Borrower LL By: DeSanto Realty Group, LLC, Managing	.C, Managing Member of DRG Cas	son Estates LLC	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

By: Joseph Colla. Director of Operations of DeSanto Realty Group, LLC

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE		
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No <b>X</b>

See Appendix, Column 5, for state response.

- The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date		
DRG Cason Estates LLC	g/h	4/10/2008		
Name (Print or Type)	Title (Print or Type)	· · · · · · · · · · · · · · · · · · ·		
Joseph Colia	By: DRG Cason Estates Mezz Borrower LLC, Managing Member of DRG Cason Estates LLC By: DeSanto Realty Group, LLC, Managing Member of DRG Cason Estates Mezz Borrower LLC			

By: Joseph Colia, Director of Operations of DeSanto Realty Group, LLC

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

#### **APPENDIX** 3 2 4 1 Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach to non-accredited offering price Type of investor and explanation of investors in State offered in state amount purchased in State waiver granted) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Tenant in Accredited Non-Accredited Common Interests State Yes No **Investors** Investors No Amount Amount Yes AL ΑK ΑZ AR \$15,569,689.00 CA 4 \$2,643,617.00 0 \$0.00 X X \$15,569,689.00 CO X 1 \$340,000.00 0 \$0.00 × CT DE DC FL GΑ НІ ID IL IN IΑ KS KY LA ME MD MA ΜI MN MS

#### **APPENDIX** 2 3 4 Disqualification Type of security under State ULOE (if yes, attach Intend to sell and aggregate to non-accredited offering price Type of investor and explanation of investors in State offered in state amount purchased in State waiver granted) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Tenant in Accredited Non-Accredited Common Interests State Yes No Investors Investors Yes No Amount Amount MO MT NE NVNH \$15,569,689.00 NJ × 1 0 \$0.00 \$556,837.00 NM \$15,569,689.00 X 2 0 \$0.00 NY \$795,000.00 X NC ND OH OK OR PA RI SC SD TN TX UT VT VA \$15,569,689.00 \$556,490.00 0 x WA 1 X \$0.00 WV wı

	APPENDIX											
1	,	2	3		4							
	to non-a	to sell accredited is in State i-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)					ate ULOE , attach ation of granted) -Item 1)			
State	Yes	No	Tenant in Common Interests	Number of Accredited Investors	ccredited Non-Accredited			Yes	No			
WY												
PR												

